

**IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF TENNESSEE
WESTERN DIVISION**

W. Thomas Small, Jr.,

Plaintiff,

v.

RMK High Income Fund, Inc., RMK Strategic Income Fund, Inc., RMK Advantage Income Fund, Inc., and RMK Multi-Sector High Income Fund, Inc., Morgan Keegan & Company, Inc., Regions Financial Corporation, MK Holding, Inc., Morgan Asset Management, Inc., James C. Kelsoe, Jr., Carter E. Anthony, Brian B. Sullivan, Joseph Thompson Weller, Allen B. Morgan, and J. Kenneth Alderman,

Defendants.

Case No. 13-2654-SHM

Judge Samuel H. Mays, Jr.

Magistrate Judge Charmiane G. Claxton

**DEFENDANT HELIOS MULTI-SECTOR HIGH INCOME FUND, INC.'S
MEMORANDUM OF LAW IN SUPPORT OF MOTION TO DISMISS AND/OR
STRIKE PLAINTIFF'S FIRST AND SECOND AMENDED COMPLAINTS**

Defendant Helios Multi-Sector High Income Fund, Inc. (formerly RMK Multi-Sector High Income Fund, Inc., or "RHY"), by its undersigned counsel, respectfully refers the Court to and joins in Points I.A and II of co-defendants Morgan Keegan & Company, Inc., Regions Financial Corporation, MK Holding, Inc., Morgan Asset Management, Inc., James C. Kelsoe, Jr., Brian B. Sullivan, Joseph Thompson Weller, Allen B. Morgan, and J. Kenneth Alderman's Memorandum of Law in Support of Motion to Dismiss and/or Strike Plaintiff's First and Second Amended Complaints.

Dated this 28th day of October, 2014.

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Inc. (formerly RMK Multi-Sector High
Income Fund, Inc.)*

CERTIFICATE OF SERVICE

I hereby certify that on October 28, 2014, I electronically filed the foregoing document with the Clerk of the Court by using the CM/ECF system, which will send a notice of electronic filing to the following CM/ECF participants:

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